

Louis E. Gitomer
Attorney at Law
118 Sunnymeadow Lane
Reisterstown, MD 21136
(410) 526-5210
lgitomer@comcast.net

RECORDATION NO. 26330 FILE

MAY 10 2006 2-37 PM

SURFACE TRANSPORTATION BOARD

May 10, 2006

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Security Agreement, a primary document, dated as of May 10, 2006. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Security Agreement are:

Lender:

SunTrust Leasing Corporation
29 West Susquehanna Avenue, Suite 400
Towson, MD 21204

Borrower:

Southern Rail Associates, Inc.
523 Turtle Hatch Lane
Naples, FL 34103

A description of the equipment covered by the Memorandum of Security Agreement consists of 117 center flow hopper cars numbered DOWX 2328-2333, inclusive, 2335-2347, inclusive, 2349-2356, inclusive, 2358-2377, inclusive, 2379-2384, inclusive, 2386-2393, inclusive, 2395, 2397, 2399-2405, inclusive, 2407-2418, inclusive, 2420, 2422-2428, inclusive, 2430-2437, inclusive, 2441, 2442, 2443, 2446, 2447, 2449-2455, inclusive, 2457, 2458, 2459, 2462, 2463, 5543, and 5567.

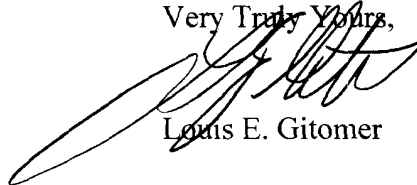
Honorable Vernon A. Williams
May 10, 2006
Page 2

A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
118 Sunnymeadow Lane
Reisterstown, MD 21136

A short summary of the document to appear in the index follows: a Memorandum of Security Agreement between SunTrust Leasing Corporation, 29 West Susquehanna Avenue, Suite 400, Towson, MD 21204, and Southern Rail Associates, Inc., 523 Turtle Hatch Lane, Naples, FL 34103, covering 117 center flow hopper cars numbered DOWX 2328-2333, inclusive, 2335-2347, inclusive, 2349-2356, inclusive, 2358-2377, inclusive, 2379-2384, inclusive, 2386-2393, inclusive, 2395, 2397, 2399-2405, inclusive, 2407-2418, inclusive, 2420, 2422-2428, inclusive, 2430-2437, inclusive, 2441, 2442, 2443, 2446, 2447, 2449-2455, inclusive, 2457, 2458, 2459, 2462, 2463, 5543, and 5567.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "L. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO. 26330 FILED

MAY 10 '06 2-37 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECURITY AGREEMENT

dated as of May 10, 2006

between

**SOUTHERN RAIL ASSOCIATES, INC., A FLORIDA
CORPORATION,
as Borrower**

and

**SUNTRUST LEASING CORPORATION,
as Lender**

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301
on May __, 2006 at __:__.m.**

MAY 10 '06

2-37 PM

MEMORANDUM OF SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF SECURITY AGREEMENT is made and entered into as of May 10, 2006, by and between SUNTRUST LEASING CORPORATION ("**Lender**") and SOUTHERN RAIL ASSOCIATES, INC., A FLORIDA CORPORATION ("**Borrower**"), with reference to the following:

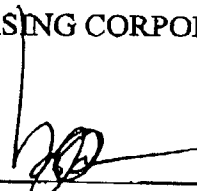
1. The Lender has made a loan (the "**Loan**") to the Borrower pursuant to a Loan and Rail Security Agreement, dated as of May 10, 2006 (the "**Security Agreement**").
2. Pursuant to the Security Agreement, Borrower grants to Lender a security interest in all of Borrower's right, title and interest in and to (among other things), (a) the railcars, including any property, records or rights relating thereto (the "**Railcars**") as more fully described in attached Exhibit A, and any part thereof, (b) all present and future interchange or utilization agreements, leases, subleases, repair agreements and any other similar agreements or arrangements of any kind whatsoever relating to any Railcar or any related part, (c) any and all substitutions, replacements or exchanges for any of the collateral, in each such case in which Borrower shall from time to time acquire an interest, and (d) all proceeds of any of the foregoing, including, without limitation, any and all rents, insurance, settlement, indemnity, warranty, governmental or other payments, and other amounts of any kind whatsoever due or payable under or in connection with any Railcar.
3. CITICORP RAILMARK, INC. has sold the Units to Borrower in the ordinary course of business.

This Memorandum of Security Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Security Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Security Agreement to be executed as of the date first above written.

SUNTRUST LEASING CORPORATION

By: 
Name: _____
Title: _____

SOUTHERN RAIL ASSOCIATES, INC., A
FLORIDA CORPORATION

By: 
Walter L. Ballard, Jr. - President

STATE OF MO)
COUNTY OF BALTO) ss.

On this 8th day of May, 2006, before me appeared Michael J. Powers, the person who signed this instrument, who acknowledged that (s)he is the Secretary of SUNTRUST LEASING CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Susan Carpenter
Notary Public

My commission expires:

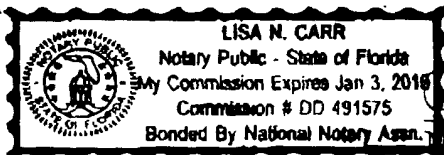
6/1, 2008



STATE OF Florida)
COUNTY OF Collier) ss.

On this 5th day of May, 2006, before me appeared Walter L. Ballard, Jr., the person who signed this instrument, who acknowledged that (s)he is the President of SOUTHERN RAIL ASSOCIATES, INC., and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]



Lisa N. Carr
Notary Public

My commission expires:

January 3, 2010

EXHIBIT A
TO MEMORANDUM OF SECURITY AGREEMENT

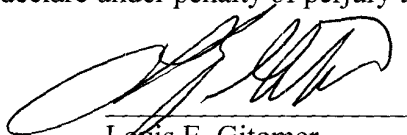
DESCRIPTION OF CARS AND REPORTING MARKS:

One Hundred Fifteen (117) 1981 5250 Center Flow Hopper Cars manufactured by ACF marked as follows:

DOWX002328	DOWX002366	DOWX002407	DOWX002451
DOWX002329	DOWX002367	DOWX002408	DOWX002452
DOWX002330	DOWX002368	DOWX002409	DOWX002453
DOWX002331	DOWX002369	DOWX002410	DOWX002454
DOWX002332	DOWX002370	DOWX002411	DOWX002455
DOWX002333	DOWX002371	DOWX002412	DOWX002457
DOWX002335	DOWX002372	DOWX002413	DOWX002458
DOWX002336	DOWX002373	DOWX002414	DOWX002459
DOWX002337	DOWX002374	DOWX002415	DOWX002462
DOWX002338	DOWX002375	DOWX002416	DOWX002463
DOWX002339	DOWX002376	DOWX002417	DOWX005543
DOWX002340	DOWX002377	DOWX002418	DOWX005567
DOWX002341	DOWX002379	DOWX002420	
DOWX002342	DOWX002380	DOWX002422	
DOWX002343	DOWX002381	DOWX002423	
DOWX002344	DOWX002382	DOWX002424	
DOWX002345	DOWX002383	DOWX002425	
DOWX002346	DOWX002384	DOWX002426	
DOWX002347	DOWX002386	DOWX002427	
DOWX002349	DOWX002387	DOWX002428	
DOWX002350	DOWX002388	DOWX002430	
DOWX002351	DOWX002389	DOWX002431	
DOWX002352	DOWX002390	DOWX002432	
DOWX002353	DOWX002391	DOWX002433	
DOWX002354	DOWX002392	DOWX002434	
DOWX002355	DOWX002393	DOWX002435	
DOWX002356	DOWX002395	DOWX002436	
DOWX002358	DOWX002397	DOWX002437	
DOWX002359	DOWX002399	DOWX002441	
DOWX002360	DOWX002400	DOWX002442	
DOWX002361	DOWX002401	DOWX002443	
DOWX002362	DOWX002402	DOWX002446	
DOWX002363	DOWX002403	DOWX002447	
DOWX002364	DOWX002404	DOWX002449	
DOWX002365	DOWX002405	DOWX002450	

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Security Agreement, dated as of May 10, 2006, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read 'L. Gitomer', is written over a horizontal line.

Louis E. Gitomer
May 10, 2006